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the X-MEN

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AT LAST!!! THE X-MEN COME FACE-TO-FACE WITH "the BROTHERHOOD of... EVIL MUTANTS"

Featuring: THE RETURN OF THE DREADED MAGNETO!

X-MEN! THE MOST UNUSUAL TEEN-AGERS OF ALL TIME!!

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X-MEN

THE MOST UNUSUAL TEEN-AGERS OF ALL TIME!

"the BROTHERHOOD of EVIL MUTANTS!"

YOU ARE GAZING AT A SIGHT WHICH FEW HOMO SAPIENS HAVE EVER BEEN PRIVILEGED TO WITNESS... THE AWESOME *DANGER ROOM* WHERE PROFESSOR XAVIER TRAINS HIS HOMO SUPERIOR MUTANT STUDENTS FOR THE DANGERS WHICH AWAIT THEM!

WOW! THE BEAST IS REALLY GETTING THE FULL TREATMENT THIS TIME!

FASTER, HANK! AND BEWARE OF SUDDEN TRAPS!

THE TEST HAS LASTED FIFTY SECONDS SO FAR! HOW MUCH MORE CAN HANK McCOY *TAKE?*

I'VE MANAGED TO DODGE EVERYTHING THE PROFESSOR COULD THROW AT ME! BUT THE *WORST* IS STILL AHEAD!

SENSATIONAL SCRIPT BY:
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DYNAMIC DRAWINGS BY:
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LEGIBLE LETTERING BY:
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X-607

1

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A POWER MACE! GOT TO GRAB THIS OVERHEAD RING--!!

A NEW TRAP-- FALLING DISCS! MY ONLY HOPE IS TO KEEP ZIG-ZAGGING!

THIS ROPE WILL GET ME OVER THE WATER OBSTACLE AHEAD--

NO! I WAS TOO CARE-LESS-- IT ISN'T A ROPE! ONLY A CAMOU-FLAGED STRIP OF PAPER!

YOUR SURVIVAL TIME WAS SIXTY-TWO SECONDS, HANK! NOT BAD!

BUT STILL NOT PERFECT! I WAS TOO CARE-LESS!

REMEMBER THIS LESSON, HANK McCOY! NO MATTER WHAT DANGER FACES YOU, THINK TWICE BEFORE TRUSTING A SUDDEN MEANS OF ESCAPE!

BOBBY DRAKE-- TAKE YOUR PLACE AT THE OTHER END OF THE DANGER ROOM!

YES SIR, PROFESSOR! I'VE BEEN PRACTICING ALL WEEK! THIS TIME I'M SURE TO GET A PERFECT RATING!

NO MATTER WHAT YOU THROW AT ME, YOUR BOY THE ICEMAN WILL WHIP UP AN ICY DEFENSE IN JIG TIME--LIKE THIS LITTLE INSTANT-FREEZE ROLLER COASTER!! WHEEE!

I'VE WARNED YOU AGAINST OVERCONFIDENCE, BOBBY! WHATEVER YOU CAN CREATE OUT OF ICE CAN BE SHATTERED --LIKE THIS!

HOLY COW!! WHERE'D THAT COME FROM?!?!

DON'T WASTE TIME WONDERING! THAT'S A RED HOT CAULDRON BELOW YOU! **PROTECT YOURSELF!**

ONLY ONE CHANCE-- IF I CAN DO IT IN TIME--!!

÷WHEW÷ NOTHING LIKE A FROZEN POLE VAULT IN THE NICK OF TIME!

LOOK SHARP, SON! AN ENEMY WILL NOT WAIT FOR YOU TO RECOVER YOUR BALANCE! **BEAST!** YOU KNOW WHAT TO DO!

DON'T JUST **STAND** THERE, LITTLE CHUM! UNLESS YOU'RE BUCKING FOR A MONUMENTAL HEADACHE!

RELAX, MUSCLE-BOUND! THIS TIME I'M **READY** FOR YOU!

75 LBS. 75 LBS.

100 LBS 100 LBS

IN A SPLIT-SECOND, THE ICEMAN CREATES A SMALL, SMOOTH **SLIDE** WHICH CATCHES THE HUGE WEIGHT AND SENDS IT CAREENING BACK TOWARDS THE FAST-MOVING BEAST!

I MAY BE THE **YOUNGEST** X-MAN, BUT NOBODY CATCHES **ME** OFF-GUARD!

DON'T WASTE TIME WITH EPIGRAMS, BOBBY! YOUR TEST ISN'T **OVER** YET!

NO SOONER HAS HANK McCOY UTTERED THOSE WORDS, THAN A SUDDEN BLAST OF STEAM STRIKES THE UNSUSPECTING ICEMAN FROM THE WALL BEHIND HIM!

HEY! M-MY ICY PROTECTIVE COATING IS MELTING AWAY!

LOOKS LIKE I REALLY BLEW THE BIT THAT TIME, SIR!

TOO BAD, SON! BUT YOU MUST REMEMBER NEVER TO CONSIDER A MISSION COMPLETED UNTIL YOU HAVE THOROUGHLY CHECKED EVERY POSSIBLE SOURCE OF DANGER!

DON'T CRY IN YOUR OVALTINE, JUNIOR! I'LL HANG YOU UP TO DRY WHILE WE **ADULTS** CONTINUE WITH THE TESTS!

LEGGO! KNOCK IT OFF, YOU CONCEITED FLYING FREAK!

THE ANGEL **MAY** BE CONCEITED, SMALL FRY--BUT YOU'VE GOT TO ADMIT I'VE SOMETHING TO BE CONCEITED ABOUT!

BOY!! ONE OF THESE DAYS--!!!

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I'M READY NOW, PROFESSOR!

WAIT YOUR TURN, ANGEL! ***MARVEL GIRL!*** LOWER BOBBY TO THE FLOOR-- VIA TELEKINESIS--GENTLY--

YES SIR!

WELL DONE, JEAN! AND NOW, THAT WAS NOT YOUR TEST--***THIS*** IS--RAISE THE LID OF THAT BOX CAREFULLY, AND REMOVE WHAT IS INSIDE! YOU MAY PROCEED...

EXCELLENT, JEAN! YOU HAVE LEARNED TO FOCUS YOUR TELEKINETIC POWER SO ACCURATELY THAT YOU DID NOT JAR THE BOX ITSELF! AND NOW...

OH, PROFESSOR --IT'S A ***BIRTHDAY CAKE!***

YES, MY DEAR! A LITTLE SURPRISE FOR YOU ALL, FROM YOUR PROUD TASK-MASTER! IT HAS BEEN EXACTLY ONE YEAR SINCE OUR CLASS BEGAN AND I FELT THE DATE SHOULD BE CELEBRATED!

HMMPH! IF THIS HAD HAPPENED DURING ***MY*** TEST, THE CAKE WOULDA ***EXPLODED*** WHEN I TOUCHED IT!

MAYBE YOU JUST DON'T ***LIVE*** RIGHT, JUNIOR!

HERE, JEAN-- ALLOW ***ME*** TO CUT YOU A PIECE OF CAKE-- IN MY OWN WAY!

WHY, THANK YOU, CYCLOPS! BUT THAT'S A BIT LIKE USING AN ***ELEPHANT GUN*** TO KILL A HOUSE FLY!

BUT NOW WE LEAVE ***PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS,*** AND TURN OUR ATTENTION TO ***ANOTHER*** GROUP OF MUTANTS WHO ARE ALSO SEATED AT A TABLE! BUT, WHAT A WORLD OF ***DIFFERENCE*** WE SHALL FIND BETWEEN THESE TWO SUPER-HUMAN GROUPS!

TOAD! MUST YOU CHOMP YOUR FOOD LIKE THAT?? MY ***SISTER*** HAPPENS TO BE AT THE TABLE, YOU OBNOXIOUS FOOL!

IT'S ALRIGHT, PIETRO! DON'T GET INTO ANOTHER FIGHT ON ***MY*** ACCOUNT!

IF THE TOAD IS ANNOYING THE MOST LOVELY ***SCARLET WITCH,*** I'LL PUT A STOP TO THAT!

IF YOU HAVE THE ***MANNERS*** OF A PIG, YOU MIGHT AS WELL HAVE THE ***APPEARANCE*** OF ONE, ALSO!

YOUR LITTLE TRICKS DON'T BOTHER ***ME, MASTERMIND!*** REMEMBER, I KNOW THEY ARE ONLY HYPNOTIC ILLUSIONS!

I'VE HAD **ENOUGH!** I FIND YOUR **ILLUSIONS** AS REPULSIVE AS THE TOAD'S TABLE MANNERS!

HAH! YOU ARE **SPUNKY**, MY LITTLE WITCH! I **LIKE** THAT IN A FEMALE! SOMEDAY, I MAY EVEN DECIDE THAT YOU WOULD BE A WORTHY MATE FOR **MASTERMIND!**

HOW **DARE** YOU SPEAK TO **ME** THAT WAY?? I'D SOONER **DIE** THAN MARRY **YOU!**

WANDA! DON'T POINT YOUR FINGER AT HIM!! YOU KNOW THAT ALWAYS CAUSES A **DISASTER** TO OCCUR!

DO NOT CONCERN YOURSELF, PIETRO! I WOULD NOT WASTE MORE THAN A TRIFLE OF MY POWER ON SUCH AS HIM!

SO! YOU TRY TO MAKE A LAUGHING STOCK OUT OF **MASTERMIND,** DO YOU?? YOU'LL LIVE TO **REGRET** THIS, MY FINE SORCERESS!

I'LL NOW CREATE AN ILLUSION SO **REALISTIC** THAT IT WILL DRIVE YOU TO THE POINT OF RAVING MADNESS!!

QUICKSILVER! TO MY SIDE!!

I'VE **WARNED** YOU NEVER TO THREATEN MY SISTER!!

THE **SCARLET WITCH** AND I REMAIN HERE TO SERVE THE **LEADER**-- NOT TO BE TAUNTED BY A BLACK-HEARTED FIEND LIKE **YOU!**

CAREFUL, PIETRO! SEE HOW HIS EYES ARE BLAZING WITH HATRED!

HE DOES NOT FRIGHTEN **ME,** WANDA! I'LL PIT MY SPEED AGAINST HIS POWER OF CREATING ILLUSIONS **ANY** TIME!

YOU HAVE GONE **TOO FAR,** QUICKSILVER! I SHALL DESTROY YOU NOW AS EASILY AS I MIGHT DESTROY A MERE HOMO SAPIEN!!

DO IT! HA HA HA! DO IT! DESTROY EACH OTHER! THEN WHEN THE LEADER RETURNS THERE WILL BE ONLY THE TWO OF US! WE WILL RULE THE WORLD TOGETHER!!

THE LEADER!! I HAD FORGOTTEN ABOUT HIM!

DON'T GLOAT SO SOON, TOAD! THE SCARLET WITCH AND I WILL OUTLIVE ALL OF YOU! I PROMISE YOU THAT!

YOU ARE IN LUCK, QUICKSILVER! I SHALL SPARE YOU THIS TIME, BECAUSE THE LEADER FEELS HE STILL HAS NEED OF YOU!

THE LEADER! HE'S ALWAYS YOUR EXCUSE!

WHERE IS OUR GREAT LEADER? WHAT WONDROUS DEED CAN HE BE PERFORMING NOW, TO MAKE HOMO SAPIENS TREMBLE?!!

AS THOUGH IN ANSWER TO THE TOAD'S QUERY, WE ONCE AGAIN CHANGE OUR SCENE--THIS TIME TO THE OFFICE OF A LARGE SHIPPING LINE...

HAVE WE RECEIVED ALL THE BIDS YET FOR THAT OLD EX-CONVOY FREIGHTER WITH THE CANNONS ON HER DECK?

YES SIR! THE BIDS MAY BE OPENED NOW! THEY ARE ALL HERE!

AT THAT MOMENT, A TALL, AWESOME-LOOKING COSTUMED FIGURE ENTERS THE ROOM! THE IMPOSING FIGURE OF MAGNETO, THE MOST POWERFUL OF ALL THE EVIL MUTANTS!!

WHAT IS THE MEANING OF THIS INTERRUPT--OH! IT'S MAGNETO!!

I SHALL SPARE YOU THE NEED OF OPENING THOSE BIDS! THE FREIGHTER SHALL BE MINE!

A SIMPLE BAND OF MAGNETIC FORCE WILL KEEP YOU INSIDE THIS ROOM UNTIL I HAVE COMPLETED MY TASK!

SIR--WHO IS HE?? WHAT IS THIS POWER HE HAS??

MAGNETO DEFIED MANKIND BEFORE--BUT WE WERE SAVED THEN BY THE X-MEN!*

*"X-MEN VS. MAGNETO!" ISSUE #1--ED.

SECONDS LATER...

THIS VESSEL WILL SUIT MY PURPOSES PERFECTLY!

AND THEN, INCREDIBLE AS IT SEEMS, THE ONE MIGHTY MUTANT, UTILIZING HIS IRRESISTIBLE POWER TO ITS FULLEST, OPERATES EVERY COMPLICATED CONTROL FROM THE BRIDGE OF THE FREIGHTER--MAGNETICALLY--WITH BRILLIANT PRECISION!

CLICK

CLANG

A SHORT TIME LATER, ON A ROUTINE LONG-RANGE TEST FLIGHT, THE SHARP-EYED **ANGEL** SEES THE ARMED VESSEL CRUISING BELOW...

THAT SHIP SEEMS **DESERTED**--AND YET IT'S MOVING AT TOP SPEED!

IT'S AN OLD VINTAGE FREIGHTER! MIGHT BE A **TARGET SHIP,** OPERATED BY REMOTE CONTROL!

I'D BETTER LEAVE THE AREA BEFORE THEY START ZEROING IN ON IT!!

SOMETHING JUST FLEW BY! BUT NO SOUND OF ENGINES--MUST HAVE BEEN A SEAGULL!

THUS THE TWO COLORFUL MUTANTS COME WITHIN YARDS OF EACH OTHER, THOUGH NEITHER SUSPECTS THE OTHER'S PRESENCE! AND THEN, A FEW HOURS LATER, BACK AT THE STUDY OF PROFESSOR X...

YOU MAY APPLAUD IF YOU WISH, JEAN! I'M BACK!

WELL, IF IT ISN'T LITTLE MR. MODEST!

I'LL BE READY FOR YOUR PROGRESS REPORT IN A MOMENT, ANGEL!

MINUTES LATER...

...AND THAT'S ABOUT **IT,** SIR! EXCEPT FOR SIGHTING THE SHIP WITH NO CREW! A PRETTY UNEVENTFUL FLIGHT!

AN UNMANNED SHIP, PROPELLED BY REMOTE CONTROL! STRANGE--I WAS UNAWARE OF ANY NAUTICAL ARTILLARY TESTS AT THE PRESENT TIME!

HERE IS YOUR LAB EQUIPMENT, SIR!

YOUR HEARTBEAT IS SATISFACTORY --BLOOD PRESSURE NORMAL--JUST ONE THING DISTURBS ME --!!

WHAT **IS** IT, SIR?? SOMETHING WRONG WITH MY TESTS? I-I **FEEL** PERFECTLY WELL--!

NO, IT IS NOT **YOU,** WARREN! IT IS THAT FREIGHTER! I SEEM TO SENSE SOMETHING WRONG--SOMETHING STRANGELY OMINOUS ABOUT IT! CALL IT A **HUNCH** IF YOU WILL--!

MEANWHILE, ON A LONELY, UNCHARTED ISLAND IN THE ATLANTIC...

IT'S THE **LEADER!** HE'S BACK! HE'S BACK! AND HE HAS A **DESTROYER!**

STOP YOUR SNIVELLING, TOAD! INFORM THE OTHERS THAT I WANT TO **SEE** THEM!

BUT, MASTER--I HAVE MUCH TO **TELL** YOU! THEY QUARRELED AMONG THEMSELVES! THEY TRIED TO FIGHT EACH OTHER! I STOPPED THEM MYSELF! BECAUSE THE TOAD IS LOYAL TO YOU!

MASTERMIND! IS WHAT HE TELLS ME **TRUE??**

OH, I WOULDN'T CALL IT A **FIGHT,** MAGNETO! MERELY A DIFFERENCE OF OPINION!

DON'T **BELIEVE** HIM, MASTER! I WAS **HERE!** I **HEARD** THEM! HE TRIED TO HARM THE SCARLET WITCH!

YOU LOATHSOME GARGOYLE! I'LL **GET** YOU FOR THIS!!

WHAT?!! YOU **DARE** SAY THAT IN **MY** PRESENCE!! HAVE YOU FORGOTTEN THAT OUR PERSONAL FEELINGS ARE **NOTHING?!!** IT IS THE **PLAN** THAT IS ALL-IMPORTANT!!

QUICKSILVER!! WITCH!! I WANT TO **SPEAK** TO YOU!

LOOK, MAGNETO--YOU DON'T SCARE **US!** I'M TAKING MY SISTER **AWAY** FROM HERE!

NO! YOU **CANNOT** LEAVE! HAVE YOU FORGOTTEN--**YOU,** MOST OF ALL, WHAT YOU **OWE** ME??

HE IS **RIGHT,** PIETRO! I **MUST** RE-MAIN AND SERVE HIM --UNTIL MY DEBT IS REPAID!

THEN I **TOO** SHALL STAY, WANDA--TO WATCH OVER YOU!

"HAVE YOU FORGOTTEN THAT DAY, NOT LONG AGO, WHEN I FIRST CAME TO YOUR VILLAGE IN THE HEART OF EUROPE? HAVE YOU FORGOTTEN HOW THE SUPERSTITIOUS VILLAGERS CALLED YOU A **WITCH** BECAUSE OF YOUR MUTANT POWER?"

WE **KNOW** YOU! YOU HAVE THE EVIL EYE!

NO! NO! PLEASE--

SHE IS A SCARLET WITCH! HER POWER MUST BE DESTROYED!

"IT WAS **I** WHO SAVED YOU, KEEPING THE MADDENED CROWD BACK BY MEANS OF MY MAGNETIC POWER! YOU MUST NEVER FORGET THAT! **NEVER!**"

COME NO FURTHER, HOMO SAPIENS!!

WHOEVER YOU ARE-- I-I OWE YOU MY **LIFE!**

REMEMBER, WE ARE **HOMO SUPERIOR!** WE ARE BORN TO **RULE THE EARTH!** THE HUMANS MUST BE OUR SLAVES! THEY ARE OUR NATURAL ENEMIES--AND TOGETHER, WITH OUR SUPER-HUMAN POWERS, WE CAN CONQUER THEM ALL!

I'M STILL NOT SOLD, MAGNETO! BUT, AS LONG AS MY SISTER STAYS HERE, I'LL GO ALONG WITH YOU! **I'VE** NO LOVE FOR HUMANS, EITHER!

WHY **SHOULD** WE LOVE THE HOMO SAPIENS?? THEY HATE US --FEAR US BECAUSE OF OUR SUPERIOR POWER!

THAT IS WHY WE HIDE ON THIS FORTIFIED ISLE, WAITING FOR THE TIME TO **STRIKE**-- TO TAKE CONTROL OF EARTH FROM THEM!

...AND NOW THAT WE HAVE OUR SHIP, WE SHALL LAUNCH OUR FIRST ATTACK! THE FIVE OF US, ALONE AND UNAIDED, SHALL CONQUER AN ENTIRE **NATION**--AS A TEST OF OUR SUPREME POWER!

DAYS LATER, MANY MILES AWAY ON THE MAIN-LAND...

INCREDIBLE! ONE LONE FREIGHTER ATTACKING AN ENTIRE SOUTH AMERICAN NATION! WHO WOULD **DARE**?? WHO, EXCEPT FOR THE ONES IN HIDING--**THE EVIL MUTANTS!!**

TIN:--

DAILY RECORD-BULLETIN

RED

TINY REPUBLIC OF SANTO MARCO SHELLED BY MYSTERY NAVAL CRAFT!

AND THEN, THRUOUT THE LONELY BUILDING WHICH HOUSES THE MOST UNUSUAL TEEN-AGERS OF ALL TIME, A VIBRANT, COMMANDING **THOUGHT** REVERBERATES THRU EVERY ROOM AND CORRIDOR...

RED ALERT

RED ALERT

RED ALERT

I WAS HALF-WAY ACROSS THE PRACTICE FIELD WHEN THE PROF'S SUMMONS ALMOST BOWLED ME OVER!

RUSTLE THOSE WINGS, FLYBOY! IT'S A **RED ALERT!**

WELL, WELL! WHICH ONE ARE **YOU**--HUNTLEY, OR BRINKLEY?

SAY! WHAT'S HAPPENED TO THE PROFESSOR?

QUIET! HE MUST BE **ASLEEP!**

HE'S NOT SLEEPING, LITTLE FRIENDS-- HE'S IN A **TRANCE!**

YOU'RE **RIGHT,** BEAST! WE MUSTN'T WAKE HIM!

LISTEN! YOU CAN HEAR HIM WHISPERING!! HE'S COMMUNICATING WITH SOMEONE--**MENTALLY!**

I KNEW YOU WERE TRYING TO CONTACT ME, MAGNETO!! I WILL NEVER TELL WHERE I AM, BUT WE CAN MEET ON A **MENTAL** PLANE! SEND ME YOUR THOUGHTS, AND I WILL AMPLIFY THEM...

AND THUS BEGINS THE WORLD'S STRANGEST MEETING --BETWEEN THE WORLD'S MOST POWERFUL HOMO SUPERIORS...

ONLY YOU AND YOUR X-MEN STAND BETWEEN THE MUTANTS AND WORLD CONQUEST! **WHY??** WHY DO YOU FIGHT US?? FOR **YOU TOO** ARE A MUTANT!!

BUT I SEEK TO **SAVE** MANKIND, NOT DESTROY IT!

WE MUST USE OUR POWERS TO BRING ABOUT A GOLDEN AGE ON EARTH-- SIDE BY SIDE WITH ORDINARY HUMANS!

NEVER! THE HUMANS MUST BE OUR **SLAVES!** THEY ARE NOT **WORTHY** TO SHARE DOMINION OF EARTH WITH US! YOU HAVE **MADE** YOUR CHOICE--FOREVERMORE WE ARE MORTAL FOES!

THE X-MEN WILL **STOP** YOU, MAGNETO! IT WILL BE MUTANT AGAINST MUTANT-- TO THE **DEATH,** IF NEED BE!! BUT MANKIND MUST BE SAVED!

LOOK! H-HE WOKE HIM-SELF UP!!

PROFESSOR! WE COULDN'T HELP OVER-HEARING! WAS THAT-- **MAGNETO??**

YOU KNOW WE'RE WITH YOU TILL THE END, SIR!

THIS TIME MAGNETO WON'T ESCAPE US!

THE MOMENT I HAVE DREADED IS AT HAND! MAGNETO IS PREPARING HIS ALL-OUT OFFENSIVE AGAINST MANKIND! WE MUST INSURE THAT HE NEVER SUCCEEDS!

MEANWHILE, OFF THE COAST OF SANTO MARCO, THE EVIL MUTANTS FINISH THEIR SHELLING OF THE TINY REPUBLIC, FIRING INTO THE HILLS BEHIND THE CITY, TO SHOW THEIR POWER!

SANTO MARCO WILL BE MINE BEFORE NIGHTFALL! THEY HAVE NO FORCE TO OPPOSE US!

NOTHING CAN STOP **YOU,** MAGNETO!! YOU WERE BORN TO RULE!

AT FIRST, THE PROUD PEOPLE OF SANTO MARCO PREPARE TO OFFER STAUNCH RESISTANCE -- UNTIL THEY SEE --

LOOK! MARCHING THRU THE STREETS--!!

IT IS NOT **POSSIBLE!**

WE CANNOT FIGHT **THEM!!** WE **MUST** SURRENDER!

RUN FOR YOUR LIVES!! IT IS AN ENTIRE ENEMY **ARMY!**

WE ARE **LOST!** THEY APPEARED AS THOUGH -- BY **MAGIC!!**

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HEE HEE HEE! THEY DO NOT **DREAM** THAT THE ARMY IS JUST AN **ILLUSION!**

WELL DONE, MASTERMIND! CONTINUE THE ILLUSION UNTIL I HAVE THE ENTIRE REPUBLIC UNDER MY CONTROL!

IT'S **INCREDIBLE!** IF I DIDN'T KNOW BETTER, I **TOO** WOULD SWEAR I'M GAZING AT A REAL FLESH AND BLOOD ARMY!!

BUT IS IT NECESSARY TO PLANT SUCH **FEAR** IN THE HEARTS OF THE PEOPLE, MAGNETO?

OF **COURSE!** HUMANS ARE LIKE SHEEP! THEY RESPOND TO CERTAIN STIMULI -- AND **FEAR** IS ONE OF THE MOST POTENT!

WITHIN A SHORT TIME, MAGNETO SEIZES THE REINS OF GOVERNMENT, AND LOSES NO TIME IN FORMING A ***REAL*** ARMY MODELLED AFTER THE IMAGINARY ONE CREATED BY MASTER-MIND...

WE MUST GET OFF THE STREET! IT IS NEARLY CURFEW TIME!

THE BORDERS OF THE ONCE-FREE LITTLE NATION ARE CLOSED -- AND ALL ROADS LEADING IN AND OUT OF THE CAPTIVE STATE ARE HEAVILY-PATROLLED!

HALT! IN THE NAME OF ***MAGNETO!*** SHOW YOUR IDENTIFICATION!

HMMM... AN AMERICAN PROFESSOR AND SOME STUDENTS ON A GOOD-WILL VISIT FROM AMERICA!

WE HAVE ORDERS TO ADMIT SUCH VISITORS! THE LEADER FEELS THEY CAN BE FOOLED INTO THINKING HE IS A KIND AND BELOVED RULER!

YOU MAY PASS!

WHILE, WITHIN THE PRESIDENTIAL BUILDING, WHICH MAGNETO HAS CONVERTED INTO AN IMPERIAL PALACE...

HE DARED TRY TO AROUSE THE PEOPLE AGAINST ***ME??!*** TAKE HIM TO THE DUNGEON!

I ***LIKE*** THE BRAND OF "JUSTICE" YOU HAND OUT, MAGNETO! IT'LL SHOW HOMO SAPIENS THAT ***WE*** ARE THEIR RIGHTFUL MASTERS!

SILENCE! THEY'RE ***HERE*** -- THE ***X-MEN!*** I CAN ***SENSE*** IT! THE MENTAL EMANATIONS OF THEIR LEADER ARE SO STRONG THAT I FEEL THEM IN MY BRAIN!!

SEE TO IT THAT QUICKSILVER, THE SCARLET WITCH AND THE TOAD ARE PREPARED! WE'LL LET THE X-MEN COME TO US -- LIKE FLIES ENTERING A SPIDER'S TRAP!

AND, A SHORT DISTANCE AWAY FROM MAGNETO'S PALACE...

IS IT TIME FOR US TO GET INTO UNIFORM NOW, SIR?

YES! THERE IS NO NEED FOR FURTHER DELAY! MAGNETO MUST HAVE DETECTED OUR PRESENCE BY NOW!

BUT I DETECT ***OTHER*** MUTANTS AS WELL AS MAGNETO! OUR MISSION IS MORE DANGEROUS THAN I FEARED!

THEN, TAKING PENCIL IN HAND, THE GIFTED LEADER OF THE UNCANNY X-MEN PREPARES THEIR BATTLE PLAN...

THIS IS HOW MAGNETO WILL BE ATTACKED! YOU WILL EACH APPROACH HIS HEADQUARTERS IN A DIFFERENT WAY!

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HANK, YOU'LL BE THE *FIRST!*

FORGIVE MY OVER-ZEALOUSNESS, GROUP, IF I DON'T LINGER OVER A LONG GOODBYE!

IT IS A WASTE OF TIME GUARDING MAGNETO! WHO WOULD DARE ATTACK THE LEADER?

YOU ARE RIGHT! ALL OTHERS TREMBLE AT THE SOUND OF THE LEADER'S NAME!

STRANGE HOW HE TOOK OVER OUR ENTIRE GOVERNMENT-- SO SUDDEN, WITHOUT FIRING A SHOT!

LISTEN! DID YOU JUST *HEAR* SOME-THING??

FORGIVE THE INTRUSION, GENTS! I'M JUST AN INCURABLE PARTY-CRASHER!

BUT, MAGNETO HAS ALREADY ALERTED HIS OWN LOYAL MUTANTS, AND BEFORE THE BEAST CAN RECOVER HIS BALANCE, THE HIGH-JUMPING *TOAD* STRIKES!!

WHA--???

HAH! I HAVE STRUCK THE FIRST BLOW! HOW PROUD THE LEADER WILL BE!

BUT THE BEAST'S POWERFUL FINGERS SLAM AGAINST THE SIDE OF THE STONE RAMPART, AND THEN...

BETTER HANG ON HERE, HENRY, OLD BOY! IT'S A LONG WAY TO THE BOTTOM!

DON'T GO AWAY, LITTLE FRIEND! I'LL CLIMB BACK UP AND WE CAN GET TO *KNOW* EACH OTHER BETTER!

HE'S TOO STRONG! I'LL BOUNCE THESE ROCKS DOWN AT HIM, TO STOP HIM FROM REACHING THE TOP!

DON'T BOTHER, TOAD! THE *MASTERMIND* WILL SHOW YOU HOW TO HANDLE HIM...

SUDDENLY, THE CREVICES WHICH THE BEAST HAS DUG OUT IN THE MOLDY STONE WALLS SEEM TO *VANISH*-- TO BE REPLACED BY A SMOOTH, GLASSY AREA WHICH PERMITS NO POSSIBLE GRIP...

CAN'T HOLD ON!!

SO SHOCKED IS THE HEAVY-LIMBED X-MAN, THAT HE LOSES HIS BALANCE AND BEGINS TO PLUNGE HELPLESSLY DOWN...

YOU SEE, TOAD? THERE ARE TIMES WHEN A CLEVER *ILLUSION* CAN BE MORE EFFECTIVE THAN MERE BRUTE STRENGTH!!

HE THOUGHT THE WALLS HAD TURNED TO GLASS!! THE *FOOL!*

THEN, AT THE OTHER SIDE OF THE CASTLE, THE SOUND OF GUNFIRE IS HEARD, AS THE NEXT X-MAN ATTACKS...

YOU FELLAS SURE HAVE A FUNNY WAY OF MAKING A GUY FEEL AT HOME!

BOY! I'D LIKE TO BE THE ONE WHO SELLS THEM THEIR BULLETS!! I'D GET RICH OVERNIGHT!

I CAN OUTMANEUVER THEIR CLUMSY SHOOTING, BUT THE **NOISE** IS GETTING ON MY SENSITIVE NERVES!

SO I'LL JUST PUT A **STOP** TO IT--LIKE **THIS!**

LOOK OUT! HE DROPPED THAT HIGH-TENSION WIRE TOWARD OUR METAL GUNS, AND--**OWW!**

DROP YOUR GUN--OR YOU'LL BE ELECTRO-CUTED!!

CAN'T WASTE ANY MORE TIME OUT THERE,! OH **MAGNEEEEEETO**--WHERE **ARE** YOU??

YOU ARE **FAST,** WINGED ONE! BUT NOT AS FAST AS **QUICKSILVER!**

HOLY SMOKE! WHERE'D **YOU** COME FROM??

THE PROF WAS **RIGHT!** THERE **ARE** OTHER MUTANTS!

THAT'S IT --WEAR YOURSELF OUT!

OKAY, I'M CONVINCED! YOU'RE A LOT FASTER THAN ME!

BUT SPEED ISN'T THE **ONLY** THING THAT COUNTS!

NO? SHOW ME SOME-THING **BETTER!**

MANEUVERABILITY, FOR ONE THING! TOO BAD YOU COULDN'T AVOID HITTING THAT WALL, SPEEDY!

-UGH!!-

WHAM!

HMMM, HE'S KNOCKED OUT! LUCKY FOR **ME!** HE WAS A LITTLE TOO FAST FOR COMFORT!

QUICKSILVER!! OH NO--**NO!** IF HE'S HARMED YOU--!!

SAY! WHAT DO YOU THINK **HE** WAS TRYING TO DO TO **ME,** LADY?!!

WOW! WHAT A DISH!! IF **SHE'S** AN EVIL MUTANT, I WANT AN **APPLICATION BLANK!**

MAGNETO WAS **RIGHT!** YOU X-MEN WOULD **DESTROY** US IF YOU COULD! WELL, YOUR WINGS CANNOT SAVE YOU FROM THE **HEX** OF THE **SCARLET WITCH!**

WOW! SHE JUST POINTS HER FINGER, AND THE **CEILING** CAVES IN! -UGH-

BY THE TIME THE ANGEL RECOVERS FROM THE FALLING MORTAR, HE FINDS...

NO NEED TO WORRY, PIETRO! **I** STOPPED THE ONE CALLED ANGEL!

AND NOT A SECOND TOO **SOON!** OHH- MY HEAD--!!

QUICK, SEND FOR THE LEADER! **THIS** ONE WILL TROUBLE US NO MORE!

AND, MINUTES LATER...

AHH, YOU GOT THE ONE WITH WINGS! GOOD! GOOD!

WE'LL GET THEM ONE AT A TIME UNTIL THE X-MEN ARE NO MORE!

...BUT SUDDENLY...

A POWERFUL **ENERGY BEAM!** SWEEPING THE CHAMBER! DUCK, YOU FOOLS! **CYCLOPS** IS ATTACKING!

IT'S ***UNBELIEVABLE!*** HE'S ROLLING THOSE TWO POWERFUL GUARDS AWAY MERELY BY TRAINING HIS POWER BEAM ON THEM!

HE MUST BE ***STOPPED!***

QUICKSILVER-- ATTACK! ***NOW!***

THEN, AS CYCLOPS BEGINS TO SCAN THE ROOM WITH HIS AWESOME BEAM...

MAGNETO DUCKED ***UNDER*** IT -- GOT TO MOVE ***FASTER!***

BUT ***NO*** X-MAN CAN MOVE FASTER THAN A MUTANT WHOSE OWN SUPER-HUMAN POWER ***IS*** SPEED ITSELF!

CAREFUL! HIS BEAM IS SWEEPING THE CEILING! OUR ***GENERATOR*** IS ABOVE US!

HOWEVER, BEFORE ANYONE CAN MOVE, CYCLOPS' OUT-OF-CONTROL HIGH-INTENSITY BLAST STRIKES THE ULTRA-POWERFUL ELECTRIC GENERATOR, TEARING IT FROM ITS MOORINGS...

...AND ONE MILLION VOLTS OF DEADLY CURRENT RUN WILD THRU THE CASTLE, MENACING ALL WITHIN!

RUN! IF THE CURRENT HITS US -- WE'RE ***DOOMED!***

NO TIME TO UNTIE YOU, ANGEL! WE'LL BE ***FRIED*** IN ANOTHER FEW SECONDS!

SHUT YOUR EYES, ***FAST!*** I'M GOING TO TRY A DESPERATE GAMBLE!

I'VE GOT TO USE MY FORCE BEAM RIGHT THRU THE WALL--TO GET AT THAT GENERATOR AND ***STOP*** IT SOMEHOW!

IF THIS DOESN'T WORK--IT'S CURTAINS FOR US!

WHAM!

CYCLOPS! YOU ***DID*** IT! YOU BLASTED THE GENERATOR CLEAN THRU THE WALL!

HOLY SMOKE! HE COLLAPSED FROM THE STRAIN! NOW WE'RE ***BOTH*** HELPLESS! I'M TIED UP, AND HE'S UNCONSCIOUS!

WHILE DIRECTLY OUTSIDE THE CASTLE...

UH OH! IF THAT CONTRAPTION FALLS ON ME, IT'LL BE "GOODBYE ICEMAN!"

LUCKY I PRACTICED CREATING A QUICK-FREEZE ICE SLIDE WHEN I WAS CLOWNING WITH THE BEAST BACK AT SCHOOL! DIDN'T THINK IT WOULD SAVE MY LIFE SO SOON, THOUGH!

THE OTHERS MUST STILL BE TRAPPED ABOVE! BETTER MAKE A FROZEN LADDER FOR MYSELF AND SEE IF I CAN HELP!

MINUTES LATER, AFTER UNTYING THE ANGEL...

THAT'S IT, BOBBY BOY! THE ICE IS REVIVING HIM!

HE'S COMING TO NOW! **MAN,** HE MUSTA USED **SOME** BLAST TO SEND THAT GENERATOR CLEAN THRU THE WALL!

OKAY--NOW LET'S FIND THE OTHERS! AND **ESPECIALLY** THAT RAT, MAGNETO!

MAYBE **YOU** BETTER TAKE IT EASY FOR A WHILE, CYCLOPS...

DON'T WORRY ABOUT **ME,** ICE-MAN! SAVE YOUR CONCERN FOR **QUICKSILVER!** HE'S GONNA **NEED** IT WHEN I CATCH HIM!

SUDDENLY, A WALL PLAQUE AND THE WEAPONS BENEATH IT BEGIN TO QUIVER STRANGELY...

AND THEN... **LOOK OUT,** YOU GUYS! LOOK WHAT'S GOIN' ON!

DUCK, BOBBY! WE'RE IN THE LINE OF FIRE!

I HEAR YA TALKIN', PAL!

WEAPONS--FLYING THRU THE AIR AT US! IF I DIDN'T KNOW BETTER, I'D SUSPECT **MARVEL GIRL--!**

BUT, WARREN WORTHINGTON THE THIRD HAS HIT THE NAIL RIGHT ON THE HEAD, FOR...

LUCKY FOR ME YOU SAW ME FALLING AND LOWERED ME TO THE GROUND THRU TELEKINESIS, LITTLE FRIEND! BUT--WHAT ARE YOU DOING **NOW?**

OH, MY GOODNESS! I-I THOUGHT IT WAS **MAGNETO'S** MEN, COMING AFTER US!

I'M SORRY, BOYS! I DIDN'T REALIZE...

OKAY, GORGEOUS! NO HARM DONE! SAY-- WHERE'S THE PROF?

LAST I SAW, HE WAS OUTSIDE THE CASTLE! DON'T WORRY-- HE CAN TAKE CARE OF HIMSELF!

PERHAPS HE CAN, SCOTT-- BUT I'M BEGINNING TO HAVE DOUBTS ABOUT OUR ABILITY IN THAT DEPARTMENT!

SO FAR, WE'VE USED UP A LOT OF TIME AND ENERGY, AND ACCOMPLISHED NOTHING!

HANK'S RIGHT! WE DON'T EVEN KNOW WHERE MAGNETO RAN OFF TO!

HEY! SAVE THE PHILOSOPHY FOR LATER-- WE'RE IN THE SOUP AGAIN! LOOK WHAT'S COMIN'--!!

IT'S A RIVER OF BOILING OIL-- RUSHING RIGHT TOWARDS US! I HATE TO SOUND LIKE A WORRY WART, BUT--LET'S GET OUT OF HERE!

IF THAT HOT STUFF GETS ANY CLOSER TO ME, I'M GONNA BE AN ICELESS ICEMAN!

IT'S COMING TOO FAST-- WE CAN'T OUT-RUN IT! AND LOOK--THERE'S A STONE WALL UP AHEAD!

CAN'T USE MY ENERGY RAY YET-- HAVEN'T FULLY REGAINED MY STRENGTH! WE'RE TRAPPED!

WE CAN'T END UP LIKE THIS! WE'VE GOT TO THINK OF SOMETHING! B-BUT WHAT??

THE FLAMES HAVE STOPPED COMING CLOSER! WE'RE SAFE--FOR NOW! BUT WE'RE LOCKED IN-- CAN'T GET OUT --CAN'T BREAK FREE!

THEN, SUDDENLY, ASTONISHINGLY-- RIGHT IN THE MIDST OF THE DEADLY FLAMES, THEY SEE --

DO NOT FEAR, MY X-MEN! THERE IS A WAY OUT!

PROFESSOR X!!!

H-HOW DID YOU **DO** IT, SIR??

QUITE SIMPLE! I SENSED YOUR PANIC AND CAME AFTER YOU! THERE WAS REALLY **NO** BOILING OIL--IT WAS BUT AN **ILLUSION**, CREATED BY ONE OF THE MUTANTS TO KEEP YOU PRISONER HERE!

WE WERE **FOOLS**--DECEIVED BY A HYPNOTIC TRICK OF SOME SORT!

DO NOT REPROACH YOURSELVES! REMEMBER, THE EVIL MUTANTS ARE AS POWERFUL AS WE...AND WILL STOP AT **NOTHING** TO DEFEAT US, AND TO GAIN CONTROL OF MANKIND!

NOW THAT **YOU'RE** HERE, SIR, THIS IS **IT!** WE'LL FIND MAGNETO--AND FINISH HIM OFF!

BUT, WATCHING THE X-MEN FROM A PEEP-HOLE IN THE WALL, A BALEFUL EYE GLEAMS WITH NAKED HATRED AND FRUSTRATION...

BLAST IT! IF NOT FOR THEIR LEADER, THEY'D STILL BE CRINGING HELPLESSLY IN MUTE FEAR BEHIND MY MASTERFUL ILLUSION!

BUT WE'LL BEAT THEM **YET!** COME, TOAD--WE'LL REPORT TO MAGNETO!

MAGNETO WILL KNOW WHAT TO DO! THE GREAT MAGNETO IS MORE THAN A MATCH FOR **ANYONE!**

MAGNETO, THE X-MEN ARE STILL AT LARGE, AND...

SILENCE! I **KNOW** WHAT HAS OCCURRED! STAND ASIDE! I AM PREPARING THE ULTIMATE TRAP FOR THEM!

I AM WIRING TWO **BOMBS!** ONE WILL BE PLACED AT THIS DOOR, TO BOOBY-TRAP IT AND DESTROY THEM WHEN THEY ENTER!

AS FOR THE **OTHER**, THAT ONE WILL BE A **NUCLEAR** BOMB, CAPABLE OF BLOWING UP THIS ENTIRE **NATION!**

WE WILL FLEE NOW! IF THE SMALLER BOMB DOESN'T STOP THE X-MEN, THE **LARGE** ONE WILL--TAKING ALL OF SANTO MARCO!

BUT WHAT ABOUT ALL THE INNOCENT PEOPLE THAT WILL BE KILLED??

HAVE I NOT **TOLD** YOU--THEY ARE MERELY HOMO SAPIENS--THEY WOULD KILL **US** IF THEY COULD! WE ONLY FIGHT IN SELF DEFENSE!

MEANWHILE, NOT SUSPECTING THE TERRIBLE TRAP WHICH AWAITS THEM, THE FIGHTING-MAD X-MEN RACE UP THE RAMP TOWARD THE TOWER CHAMBER...

WE'VE SEARCHED EVERYWHERE ELSE--MAGNETO *MUST* BE HERE IN THE TOWER!

THERE'S A *DOOR* UP AHEAD! HE'S PROBABLY HIDING BEHIND IT!

PROFESSOR--WHAT'S *WRONG??* LOOK OUT--YOU'LL TOPPLE FROM THE CHAIR!

STOP! STOP I SAY! STAY AWAY FROM THAT DOOR! I SENSE *DANGER* --IT'S A *TRAP!*

TOO LATE!! THE BEAST IS SO ANXIOUS TO CRASH THRU THAT HE DOESN'T *HEAR* YOU!

SOMEBODY STOP THE PROFESSOR! HE HURLED HIMSELF FROM THE CHAIR!

HE'LL BE *KILLED!*

HEY! WHA--???

I'VE NO OTHER CHOICE! MUST PROTECT MY X-MEN....!

WHOOM!

THEY HAD THE DOOR *BOOBY-TRAPPED!!* THOSE ROTTEN KILLERS!

KEEP BACK--MY POWER BEAM IS OPERATIONAL AGAIN! I'M GONNA *BLAST* THAT DOOR TO ASHES!!

LET GO, BOBBY--*I'M* OKAY! BUT WHAT ABOUT THE PROF??

HE'S STILL CONSCIOUS... BUT HE'S DELIRIOUS! AND HIS *EYES*-- THEY ARE SO GLAZED!

CYCLOPS' *POWER BEAM!!* THAT MEANS THE FIRST BOMB FAILED! RUN--I'VE ACTIVATED THE *NUCLEAR* BOMB! IN TEN MINUTES THIS WILL BE A *WASTELAND!*

MAGNETO LEAVES **NOTHING** TO CHANCE! THIS ESCAPE SLIDE LEADS TO THE FREIGHTER -- AND TO SAFETY ON THE OPEN SEA!

I CAN'T BELIEVE MAGNETO WILL LET ALL THOSE INNOCENT PEOPLE BE HARMED! I JUST **CAN'T!**

FOLLOW ME, QUICKSILVER! EVERY SECOND COUNTS!

NO! THERE IS ONE THING I MUST DO FIRST! NO MATTER **WHAT** THE CONSE-QUENCES!

LOOK! ANOTHER BOMB-- SET TO GO OFF!

QUICKSILVER JUST DESTROYED THE FUSE! HE **SAVED** US!

WAIT! COME BACK--!

NO! ALTHOUGH I COULD NOT ALLOW A NATION TO BE DESTROYED, MY PLACE IS STILL WITH **THEM!**

YOU ARE THE BETRAYERS OF HOMO SUPERIOR! EXPECT NO MERCY NEXT TIME WE MEET!

LET 'EM **GO,** SCOTT! THE **PROF** NEEDS US NOW!

PROFESSOR X! I ALMOST **FORGOT!**

HOW **IS** HE?

HE'S ALIVE-- BUT SOMETHING **TERRIBLE** HAS HAPPENED!

HIS **BRAIN** SEEMS TO BE AFFECTED!

HIS **BRAIN??** BUT-- THAT'S HIS GREATEST WEAPON!

LEAVE ME! I'M NO GOOD TO YOU ANY MORE! THE EXPLOSION DEADENED MY MUTANT MENTAL POWER! I CAN NO LONGER READ MINDS-- OR THROW MY THOUGHTS! GO AFTER THE EVIL ONES--FORGET ME!

FORGET **YOU,** SIR? **NEVER!** WE CAN'T DESERT YOU WHEN YOU NEED US THE MOST!

THERE GOES THE FREIGHTER! IT'LL BE OUT OF SIGHT SOON! THEY'VE GOTTEN AWAY!

BUT THEY'LL NEVER BE REALLY FREE! FOR NO MATTER **WHERE** THEY GO... AS SOON AS THEY SHOW THEMSELVES, THE **X-MEN** WILL ATTACK!

IF THE PROFESSOR NEVER REGAINS HIS POWER, WE'LL BE ON OUR **OWN** NEXT TIME! BUT-- ARE WE STRONG ENOUGH WITHOUT HIM?

HE TRAINED US-- NOW WE MUST PROVE **WORTHY** OF THAT TRAINING! WE SHALL NOT FAIL HIM!

THE END

LEADERLESS-- FORCED TO FEND FOR THEMSELVES-- CAN THE FIVE MUTANT TEEN-AGERS MEET A RENEWED THREAT BY THE POWER-FUL EVIL MUTANTS?? DON'T MISS OUR NEXT GREAT ISSUE!

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MINUTEMEN

Blunt

Brian Azzarello